

1201 HAYS STREET
TALLAHASSEE, FL 32304
(904) 222-9171
(904) 222-0191 FAX

800-342-8086



P950000411434

ACCOUNT NO. : 072100000032

REFERENCE : 605397 87623A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

EFFECTIVE DATE
MAY 1-9 1995

ORDER DATE : May 25, 1995

ORDER TIME : 1:53 PM

ORDER NO. : 605397

CUSTOMER NO: 87623A

CUSTOMER: Terence P. McCarthy, Esq
MCCARTHY SUMMERS BOBKO
MCKEY & BONAN, P.A.
Suite 2-a
2081 E. Ocean Boulevard
Stuart, FL 34996

20000014519442
-05/25/95--01077--0005
****122.50 ****122.50

DOMESTIC FILING

NAME: CARPOINT, INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea Guma

EXAMINER'S INITIALS: **MAY 26 1995** BSB

RECEIVED FILED
MAY 25 1995 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CARPOINT, INC.

FILED
95 MAY 25 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida

EFFECTIVE DATE

ARTICLE I - NAME

MAY 19 1995

The name of the corporation shall be: CARPOINT, INC.

The address of the principal office of this corporation shall be: 13844 LeBateau Isle, Palm Beach Gardens, Florida 33410, and the mailing address of the corporation shall be the same.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be: 2081 E. Ocean Boulevard, 2-A, Stuart, Florida 34996, and the name of the initial registered agent of the corporation at that address is Terence P. McCarthy.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Miles G. Carter, 13844 LeBateau Isle, Palm Beach Gardens, Florida 33410.

ARTICLE VII - COMMENCEMENT OF CORPORATE EXISTENCE

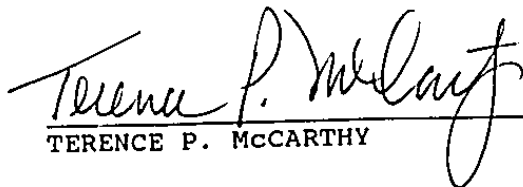
This corporation shall commence corporate existence on the day and year when these Articles are subscribed and acknowledged.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 19 day of May, 1995.


MILES G. CARTER

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

TERENCE P. MCCARTHY, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


TERENCE P. MCCARTHY

**BROAD AND CASSEL
ATTORNEYS AT LAW**

P95000041434

MURRAY D. BUEAR, P.A.
MELER BRICAL, P.A.
JEFFREY A. DRUTEN, P.A.
PATRICIA LEBROW, P.A.
C. RYN BISHOP, P.A.
ROBERT D. GATTON, P.A.
RICHARD B. McFARLAND, P.A.
C. DAVID BROWN, B. P.A.
F. VERNON BROWN
MARVIN S. CASSEL, P.A.
JAMES B. CASSEL, P.A.
CLIFFORD I. HERTZ, P.A.
ARVIN J. JAFFE, P.A.
M. STEPHEN TURNER, P.A.
RALPH C. DATHLO, P.A.
DOUGLAS MANNHEIMER, P.A.
MARTIN R. PRESS, P.A.
KAL SNOWLER, P.A.
MICHAEL A. DRISIN, P.A.
ANTHONY W. PALMA, P.A.
ANDREW D. RAPKIN
CHARLES S. STRATTON, P.A.
PHILIP B. SCHWARTZ, P.A.
RANDOLPH H. FIELDS, P.A.
JAMES E. SLATIN, P.A.
WILLIAM C. PHILLIPPI, P.A.
ALAN S. LIDERMAN, P.A.

GABRIEL I. DUFFIN, P.A.
DAVID E. MILLER, P.A.
ROBERT T. ROSEN, P.A.
ANDREW LUTZIN, P.A.
REILLY OYSTERKENT JOHNSON, P.A.
RANDAL M. ALLENKIND, P.A.
JAMES J. WHITELER, P.A.
JEFFREY P. GORDON
ANDREW B. THOMAS, P.A.
MARK D. TUCKER
THEODORE C. TAUB, P.A.
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JACK R. ELIOTT, P.A.
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VERONICA RABERY JOHNSON, P.A.
JOSE I. ROYAL, P.A.
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JAY ADAMS
DAWN LANEFORD BOWLING
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AMY S. SCHLOSSER
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DEBORAH H. JOHNSON
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CHRISTY KAPLAN
MICHAEL R. KROCHER
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MICHAEL P. BENNETT
ANDREW J. MCINTOSH
C. CHRISTOPHER KOFFER
CARA LEE MACDONALD
RICHARD M. BENRUM
JARY D. LEHMAN
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ROBERT ALPERT, JR.
JILL A. BARON
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T. KAYEN TAYLOR
LISTER J. PERLINO

OF COUNSEL:

SHEPARD BROAD
ALVIN CASSEL
NORMAN BROAD, P.A.
I. BURTON SPRAKER
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WANDA L. BROWN
ALAN M. GRIEACH
HOWARD M. RUDOLPH
KIMMETH ROELMAN
LOUIS S. QUINN, JR. *
JOHN H. FISHER II

* Not Admitted in Florida

FIFTH FLOOR
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUL 31 PM 12:53

FILED

July 26, 1995

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-08/01/95--01024--012
*****35.00 *****35.00

Florida Department of State
Divisions of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Carpoint, Inc.

To whom it may concern:

Enclosed for filing is a statement of change of registered agent for the referenced company. Also enclosed is our check payable to the Secretary of State in the amount of \$35.00 in remittance of the filing fee for the enclosed statement of change.

Please file the enclosed statement of change upon receipt and return confirmation of filing to our office at your earliest convenience. If you have any questions or comments, please call the undersigned.

Sincerely,
BROAD AND CASSEL

Jeffrey J. Suter

JJS./jvm
Enclosures

cc: Mr. Miles G. Carter (w/out encl.)

N. HENDRICKS AUG 4 1995

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: CARPOINT, INC.

1b. Date of incorporation May 25, 1995 Document number 955000041434
095000026746

2. The name and address of the current registered agent and office:

Terrence P. McCarthy

2081 East Ocean Blvd, 2-A, Stuart, Florida 34996

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

Boyd G. Bradfield, Jr.

2873 East Ocean Blvd, Stuart, Florida 34996

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

X Miles G. Carter
SIGNATURE

Miles G. Carter - President/Secretary
Typed or printed name and title

DATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE [Signature]

DATE 7/25/95 (Registered Agent)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314